

By-Laws of Citizens Advisory Board of the St. Louis Drug Court

Article I – Name and Location

- 1.1 The principal office of the Citizens Advisory Board shall be located in the City of St. Louis. It may have other offices as the board of directors may determine or as the affairs of the Corporation may require from time to time.
- 1.2 The Corporation shall have and continuously maintain in the State of Missouri a registered office, and a registered agent whose office is identical with such registered office, as required by the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II – Purpose and Objectives

- 2.1 The Board of Directors of the Citizens Advisory Board is established pursuant to the laws of the State of Missouri relating to private, not-for-profit corporations. The specific and primary purposes for which this corporation is formed are charitable, and are to concern themselves with the procurement and extension of assistance for the Drug Court participants and toward the operation and expansion of the Drug Court of the Twenty- Second Judicial Circuit of the State of Missouri, in full accord with the purpose of the Drug Court, and to the end that the greatest amount of service may be extended to the greatest number of persons served by that Court.

Article III – Board

- 3.1 General Powers -The business and affairs of the Corporation shall be managed by the Board. The Board shall make appropriate delegations of authority to the Officers of Corporation, and, to the extent permitted by law the board may, by resolution adopted by a majority of it's members, authorize one or more Board Committees to act on its behalf when it is not in session. In addition, the Board shall have the following powers and duties:
 - (a) To assume, continue and perform the functions and obligations of the Citizens Advisory Board, a not for profit corporation.
 - (b) To accept, receive and expend grants and services from the Federal Government or its agencies, from instrumentalities of State and local governments, and from private resources.

- (c) To possess each and every power, privilege, rights and immunity now or hereafter authorized pursuant to the laws of the State of Missouri relating to private, not-for-profit corporations.
- (d) To do all things necessary to carry out its authorized functions.

3.2 Number, Appointment, Tenure of Members of the Board

- (a) General Terms The total number constituting the members of the Board must not be fewer than five (5) or more than thirteen (13) voting members. The specific number of members of the Board will be determined from time to time by the Board.
- (b) Voting active members shall consist of those individuals who:
 - 1) are interested and who have reason to contribute their time, expertise, or financial or other assistance in meeting the objectives and purposes of the corporation.
 - 2) are otherwise determined by the members to be an asset to the corporation.
- (c) Nonvoting members shall be individual businesses or organizations approved by the voting membership.
- (d) Terms of office shall be staggered –one, two and three year terms, determined by lot at the first meeting after approval of these By-Laws: two (2) one year terms and three (3) two year terms respectively. Each year thereafter, expired terms shall be filled for three (3) year terms. Board members may be elected to successive terms.
- (e) Vacancies shall be filled by majority vote of the board members voting at a meeting.

3.3 Annual and Regular Meetings. The Board shall hold regular meetings at least four (4) times a year. Special meetings of the Board may be called by the President. The first meeting of the year shall be the annual meeting of the Corporation. The Board shall meet and hold the election of officers for the current year and shall conduct whatsoever business shall be deemed necessary for the effective operation of the Corporation.

3.4 Written Notice of all meetings will be mailed electronically or by U.S. Postal Service to all Board members seven (7) days prior to regular Board meetings, and three (3) days before a special meeting.

3.5 Quorum of the meetings of the board shall consist of fifty-one (51) percent of the voting members to pass a motion or elect an officer or to transact business.

3.6 Resignation and Removal. Any member of the board unable to attend the Board meeting shall give due notice to the Board prior to the meeting. Two (2) absences without due notice may result in the resignation of the Board member, and the Board will be empowered to fill the vacancy. Any member may resign from the Board at any time by giving written notice to the President, and unless specified therein the acceptance of such resignation shall not be necessary to be effective.

3.7 Vacancies Any Vacancy occurring in the membership of the Board and any membership thereon to be filled by reason of an increase in the number of members of the Board shall be filled by action of the Board.

- 3.8 Compensation. Members of the Board or any committee as such shall not receive any compensation for their services. This section shall not be construed to preclude any member of the Board or any Board Committee from serving the Corporation in any other capacity and receiving compensation thereof.
- 3.9 Procedures. The Board may adopt its own rules of procedure to govern its activities, which shall not be inconsistent with the By-Laws of the Corporation.

Article IV – Officers

- 4.1 The Officers of the Corporation shall consist of the President, Secretary and Treasurer.
- 4.2 The three (3) officers shall be elected, with nominations from the floor, at the Annual Meeting, and the elections shall be the first item on the agenda of the Annual Meeting.
- 4.3 Officers shall serve for a period of one year and until their successors are chosen. An individual Board Member may serve no more than three (3) consecutive terms in any one office; a one year break in term shall suffice to be eligible for election to the same office after three (3) consecutive years.
- 4.4 The three (3) officers, plus the Drug Court Commissioner/Judge as a non-voting ex-officio member, shall form the Executive Committee of the Board, which is empowered to make policy decisions between Board meetings, with the notice of the next Board meeting and provided that the Board ratifies any such Executive Committee action at its next meeting. The Drug Court Commissioner/Judge cannot personally participate in any fundraising activities.

Article V – Miscellaneous

- 5.1 Checks, drafts, Etc. All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the President. In the absence of such determination by the President, such instruments shall be signed by the Treasurer and countersigned by the President.
- 5.2 Deposits All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in accounts maintained with such financial institutions, trust companies, or other depositories as the Board may from time to time determine.
- 5.3 Gifts The Board may accept on the behalf of the Corporation any contribution, gift, bequest, or device for and consistent with the general purposes, or for and consistent with any specific purpose of the Corporation.

- 5.4 Books and Records The Corporation shall keep correct and complete books and records of account and the minutes of the proceedings of the Board and the Board Committees, records shall be open to members of the Board for inspection at any reasonable time and the right to make such inspection shall include the right to make extracts.
- 5.5 Annual Report The Treasurer shall cause an annual financial report to be submitted to the Board no later than ninety (90) days after the close of the fiscal year of the Corporation containing such information as shall be specified by the Board.
- 5.6 Fiscal Year The Fiscal year shall begin on the first day of October and end on the last day of September in each year, unless otherwise determined by resolution of the Board.

Article VI – Indemnification

Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the corporation or is or was serving at the request of the corporation or for its benefit as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the General Corporation Law of the state of Missouri from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such Trustees, officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-Law, agreement, vote of members, provision of law or otherwise, as well as their rights under this article.

The board of Directors may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.

The Board of directors may from time to time adopt further By-Laws to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Missouri.

Article VI I – AMENDMENTS

- 6.1 These By-Laws will be in effect upon approval by a majority vote of the members of the Citizens Advisory Board of the St. Louis Drug Court.
- 6.2 These By-Laws may be amended, altered, or repealed at any regular or special meeting of the Board by a majority vote of the members voting at the meeting, provided that the proposed amendments shall have been distributed to the Board at least thirty (30) days prior to such meeting. If all Board members are present, By -Law changes may be presented and approved unanimously at the same meeting.

Article VII - DISSOLUTION AND LIQUIDATION

- 7.1 Dissolution Upon the dissolution of the Corporation, all assets remaining after all liabilities and obligations of the corporation have been paid, satisfied and discharged, or adequate provisions made therefrom, shall be distributed by the dissolving Board of Directors to another tax exempt organization selected by the Board of Directors qualified as a section 501(c)(3) tax exempt organization in order to comply with the requirements of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed shall be disposed by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes. In no event shall any of the earnings of this Corporation inure to the benefit of an individual member and dissolution of this Corporation must comply with the Missouri Revised Statute Section 355.230, or subsequent provision of the Missouri Revised Statutes relating to disposition of assets on dissolution.